

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

JAMES J. TRABUCCO
SENIOR GENERAL ATTORNEY
(415) 541-1768

February 16, 1983

RECORDATION NO. 6391-A Filed 1425

FEB 18 1983 -11 55 AM

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

RE: ICC Finance Docket No. 26802 ---
Southern Pacific Transportation Company
Equipment Trust Agreement, Series No. 53

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts of Officer's Certificate as to the Type, Cost and Fair Value of Certain Railroad Equipment to be Acquired for Southern Pacific Transportation Company Equipment Trust, Series No. 53 dated as of January 31, 1983, to Equipment Trust Agreement dated as of September 15, 1971, creating Southern Pacific Transportation Company Equipment Trust, Series No. 53, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of September 15, 1971, recorded on November 8, 1971, at 11:00 AM, assigned Recordation No. 6391;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 6391-A;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 6391-B; and

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 11, 1982, at 10:45 AM, assigned Recordation No. 6391-C.

In connection with the recording of the Officer's Certificate dated as of January 31, 1983, to the Equipment Trust Agreement dated September 15, 1971, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

C. C. [Signature]

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Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of Equipment
Covered by Officer's Certificate:

6	23,500 gallon tank cars; ACF Industries, Inc., builder; lettered SP and numbered 67321 to 67326.
2	100-ton open top hopper cars; Greenville Steel Car Company, builder; lettered SP and numbered 465034 and 465035.

When the recording of the Officer's Certificate to Equipment Trust Agreement has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return two of the same to her.

Very truly yours,

James J. Trabucco
James J. Trabucco *cut*

Enclosures

FEB 18 1983 - 11 25 AM

OFFICER'S CERTIFICATE OF THE TYPE, COST AND FAIR VALUE
OF CERTAIN RAILROAD EQUIPMENT TO BE ACQUIRED FOR
SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST, SERIES NO. 53

TO: First Pennsylvania Bank, N.A. (formerly The First
Pennsylvania Banking and Trust Company), as Trustee
under Southern Pacific Transportation Company Equipment
Trust, Series No. 53, dated as of September 15, 1971

I, D. E. ENRIGHT, Assistant Treasurer of Southern Pacific
Transportation Company (hereinafter called the "Company"),
hereby certify that the cost and fair value of the following
described railroad equipment to be acquired for Southern
Pacific Transportation Company Equipment Trust, Series No. 53,
are as set forth below:

<u>Number of Units</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Value as of July 31, 1982</u>
6	23,500 gallon tank cars; ACF Industries, Inc., builder; lettered SP and numbered 67321 to 67326.	\$129,877	\$87,450
2	100-ton open top hopper cars; Greenville Steel Car Company, builder; lettered SP and numbered 465034 and 465035.	\$ 40,081	\$28,153

I further certify that the foregoing equipment is standard-
gauge railroad equipment, other than passenger cars and work
equipment, put into operation after August 31, 1971.

The foregoing equipment shall replace units of equipment
transferred to Equipment Trust Series No. 53 as of August 1,
1982 (Third Supplement to Equipment Trust), as follows:

<u>Number of Units</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Value as of July 31, 1982</u>
8	100-ton hopper cars; Greenville Steel Car Company, builder; lettered SP and numbered 465204 to 465211.	\$160,324	\$110,624

IN WITNESS WHEREOF, I have hereunto subscribed my name
and caused the seal of the Company to be hereunto affixed
this 31st day of January, 1983.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By *J. E. Emigh*
Assistant Treasurer

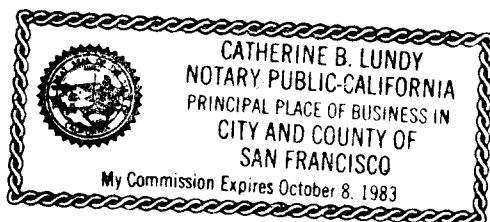
APPROVED AND ACKNOWLEDGED:

By *[Signature]*
First Pennsylvania Bank, N.A.

DATED: 2/9/83

STATE OF CALIFORNIA)
) ss.
CITY AND COUNTY OF SAN FRANCISCO)

On this 31st day of January, 1983, before me personally appeared D. E. ENRIGHT, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Catherine B. Lundy
Notary Public